

7905-A

RECORDATION NO. Filed & Recorded

AUG 8 1975-11 10 AM

INTERSTATE COMMERCE COMMISSION
AMENDMENT AGREEMENT, dated as of August 1,
1975, between C.I.T. FINANCIAL SERVICES, INC.,
a Delaware corporation (hereinafter called the
Lessor), acting through its agent, C.I.T.
Leasing Corporation, a Delaware corporation
and OHIO POWER COMPANY (hereinafter called
the Lessee).

WHEREAS the Lessor and the Lessee have entered
into a Lease of Railroad Equipment No. 2 dated as of
December 23, 1974 (hereinafter called the Lease);

WHEREAS the Lease was filed and recorded with
the Interstate Commerce Commission pursuant to Section 20c
of the Interstate Commerce Act on April 24, 1975, at 10:10
a.m., and was assigned recordation number 7905;

WHEREAS the parties hereto now desire to amend the
Lease;

NOW, THEREFORE, in consideration of the mutual
covenants and agreements herein contained, the parties hereto
hereby agree as follows:

1. The Casualty Value schedule set forth in the
second paragraph of § 7 of the Lease is hereby deleted and
replaced with the schedule annexed hereto as Schedule I.
2. The Economic Obsolescence Value schedule set

forth in the sixth paragraph of § 7 of the Lease is hereby deleted and replaced with the schedule annexed hereto as Schedule II.

3. The Termination Value schedule set forth in the second paragraph of § 10 is hereby deleted and replaced with the schedule annexed hereto as Schedule III.

4. The Lessee will promptly cause this Amendment Agreement to be filed and recorded in accordance with the provisions of § 16 of the Lease.

5. Except as amended hereby, this Lease shall remain unaltered and in full force and effect.

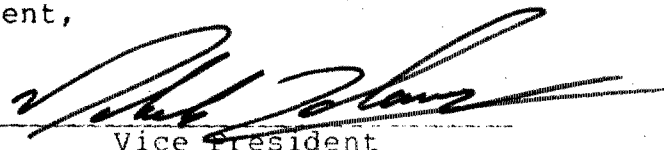
6. This Amendment Agreement may be executed in several counterparts, such counterparts together constituting but one and the same instrument but the counterpart delivered to the Lessor shall be deemed to be the original counterpart. Although for convenience this Lease is dated as of the date first set forth above, the actual date or dates of execution hereof by the parties hereto is or are, respectively, the date or dates stated in the acknowledgments hereto annexed.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day

and year first above written. *

C.I.T. FINANCIAL SERVICES, INC.,
by C.I.T. LEASING CORPORATION,
as Agent,

by



Vice President

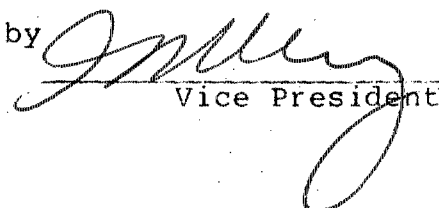
[Corporate Seal]

Attest:


Assistant Secretary

OHIO POWER COMPANY,

by



Vice President

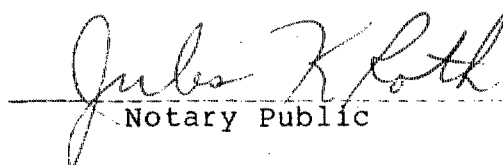
[Corporate Seal]

Attest:


Assistant Secretary

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this 6th day of August 1975,
before me personally appeared Nikita Zdanow , to
me personally known, who, being by me duly sworn, says that
he is a Vice President of C.I.T. LEASING CORPORATION, that
one of the seals affixed to the foregoing instrument is the
corporate seal of said corporation, that said instrument
was signed and sealed on behalf of said corporation by
authority of its Board of Directors and he acknowledged
that the execution of the foregoing instrument was the
free act and deed of said corporation.


Notary Public

My Commission expires

JULES K. ROTH
Notary Public State of New York
No. 31-8674340
Qualified in New York County
Commission Expires March 30, 1976

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this 5th day of August, 1975,
before me personally appeared G. P. Maloney, to
me personally known, who, being by me duly sworn, says that
he is Vice President of OHIO POWER COMPANY, that one of
the seals affixed to the foregoing instrument is the cor-
porate seal of said company, that said instrument was signed
and sealed on behalf of said company by authority of its
Board of Directors and he acknowledged that the execution
of the foregoing instrument was the free act and deed of
said company.

C. Robert Roll
Notary Public

C. ROBERT ROLL
NOTARY PUBLIC, STATE OF NEW YORK
No. 41-3332850
Qualified in Queens County
Commission Expires March 30, 1977

My Commission expires

SCHEDULE I

DATE	PERCENTAGE	DATE	PERCENTAGE
1	84.059	31	79.1724
2	84.765	32	77.926
3	85.273	33	76.8763
4	85.581	34	75.6775
5	86.289	35	74.329
6	86.803	36	72.8305
7	87.121	37	71.4863
8	87.244	38	70.0075
9	87.755	39	68.394
10	88.072	40	66.645
11	88.196	41	65.006
12	88.124	42	63.249
13	88.403	43	61.3735
14	88.493	44	59.3795
15	88.393	45	57.445
16	88.102	46	55.404
17	88.096	47	53.2555
18	87.909	48	51.0003
19	87.541	49	48.7463
20	86.992	50	46.399
21	86.746	51	43.957
22	86.326	52	41.421
23	85.730	53	38.823
24	84.958	54	33.123
25	84.459	55	30.101
26	83.792	56	27.083
27	82.957	57	24.062
28	81.953	58	21.042
29	81.1853	59	18.021
30	80.259	60 and thereafter	15.000

SCHEDULE II

DATE	PERCENTAGE
29	83.191
30	82.3584
31	81.3591
32	80.1924
33	79.248
34	78.147
35	76.8882
36	75.4722
37	74.236
38	72.8571
39	71.336
40	69.672
41	68.1424
42	66.4872
43	64.706
44	62.7981
45	60.9744
46	59.0362
47	56.9832
48	54.8151
49	52.6724
50	50.4281
51	48.082
52	45.6331
53	43.1462
54	39.840
55	36.533
56	33.226
57	29.920
58	26.613
59	23.307
60 and thereafter	20.000

SCHEDULE III

DATE	DATE
29	83.191
30	82.3584
31	81.3591
32	80.1924
33	79.248
34	78.147
35	76.8882
36	75.4722
37	74.236
38	72.8571
39	71.336
40	69.672
41	68.1424
42	66.4872
43	64.706
44	62.7981
45	60.9744
46	59.0362
47	56.9832
48	54.8151
49	52.6724
50	50.4281
51	48.082
52	45.6331
53	43.1462
54	39.840
55	36.533
56	33.226
57	29.920
58	26.613
59	23.307
60 and thereafter	20.000